

EXHIBIT C

(Illinois Certificate of Authority)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 27, 2006

6485-896-3

CHARLOTTE LACEY
LANCE JM STEINHART
1720 WINDWARD COUNCOURSE 250
ALPHARETTA, GA 30005

RE EMPIRE PAYPHONES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

**APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**
Business Corporation Act**FILED**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com**MAR 27 2006**JESSE WHITE
SECRETARY OF STATERemit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

File #

Filing Fee \$ 150 Franchise Tax \$ 25 Penalty/Interest \$ — Total \$ 175 Approved: [Signature]

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

1. (a) CORPORATE NAME:
- Empire Payphones, Inc.
- [Signature]

(Complete item 1 (b) only if the corporate name is not available in this state.)

- (b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation
- New York
- ✓; Date of Incorporation
- 1/20/05
- ✓; Period of Duration
- Perpetual
- ✓

3. (a) Address of the principal office, wherever located:

44 Wall Street 6th Floor
New York New York 10005

- (b) Address of principal office in Illinois:
-
- (If none, so state)
- None
- ✓

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: TCS Corporate Services, Inc.

First Name	Middle Initial	Last name
118 West Edwards	Ste. 200	
Number	Street	Suite #
Springfield	IL	62704
City	ZIP Code	County
		<u>84</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation) ✓

New York

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.) ✓

Name	No. & Street	City	State	ZIP
President	See Attached			
Secretary				
Director				
Director				
Director				

LIST OF OFFICERS & DIRECTORS OF
Empire Payphones, Inc.

OFFICERS

Marshall Aronow, CEO
David Aronow, President ✓
Andoni Economou, COO

DIRECTORS

David Aronow
Andoni Economou
Joseph Aronow
Marshall Aronow

All the above referenced Officers & Directors can be reached at:
44 Wall Street, 6th Floor, New York, NY 10005

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares	Number of Shares
common		no par value	Authorized 200	Issued 100
(If more, attach list)				

9. Paid-in Capital: \$ 1 1033333
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? **NO.** ✓
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 2/17, 2006 Empire Payphones, Inc.
X (Month & Day) (Year) (Exact Name of Corporation)
(Any Authorized Officer's Signature)
Anton Economou, COO/VP
(Print Name and Title) ✓

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.